



ROSS MILLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708
Website: www.nvsos.gov

Certificate of Limited Partnership

(PURSUANT TO NRS CHAPTER 88)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited Partnership: (see instructions)				
2. Street Address of Records Office in Nevada:	<input type="text"/> Street Address		<input type="text"/> City	<input type="text"/> Nevada <input type="text"/> Zip Code
3. Registered Agent for Service of Process: (check only one box)	<div><input type="checkbox"/> Commercial Registered Agent: <input type="text"/> Name</div> <div><input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below)</div> <div><input type="text"/> Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity</div> <div><input type="text"/> Street Address</div> <div><input type="text"/> City</div> <div><input type="text"/> Nevada <input type="text"/> Zip Code</div> <div><input type="text"/> Mailing Address (if different from street address)</div> <div><input type="text"/> City</div> <div><input type="text"/> Nevada <input type="text"/> Zip Code</div>			
4. Dissolution Date:	Latest date upon which the Limited Partnership is to dissolve: <input type="text"/> (must be completed)			
5. Name and Business Address of Each Initial General Partner: (add additional page if more than 2)	<div>1) <input type="text"/> Name of General Partner</div> <div><input type="text"/> Business Address</div> <div><input type="text"/> City</div> <div><input type="text"/> State</div> <div><input type="text"/> Zip Code</div> <div>2) <input type="text"/> Name of General Partner</div> <div><input type="text"/> Business Address</div> <div><input type="text"/> City</div> <div><input type="text"/> State</div> <div><input type="text"/> Zip Code</div>			
6. Name, Business Address and Signature of Each Organizer: (add additional page if more than 2)	<div>1) <input type="text"/> Organizer Name</div> <div><input type="text"/> Business Address</div> <div><input type="text"/> City</div> <div><input type="text"/> State</div> <div><input type="text"/> Zip Code</div> <div><input checked="" type="checkbox"/> Organizer Signature</div> <div>2) <input type="text"/> Organizer Name</div> <div><input type="text"/> Business Address</div> <div><input type="text"/> City</div> <div><input type="text"/> State</div> <div><input type="text"/> Zip Code</div> <div><input checked="" type="checkbox"/> Organizer Signature</div>			
8. Certificate of Acceptance of Appointment of Registered Agent:	<i>I hereby accept appointment as Registered Agent for the above named Entity.</i> <input checked="" type="checkbox"/> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity <input type="text"/> Date			



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Instructions for Certificate of Limited Partnership (PURSUANT TO NRS 88)

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORM.

1. **Name of the Limited Partnership:** The name may NOT contain the name of a limited partner unless it is also the name of a general partner or the corporate name of a corporate general partner, or the business of the limited partnership was carried out under that name before the admission of the limited partner and may not include anything that would imply that it was organized for any purpose other than that stated in the certificate. The name must contain the words "Limited Partnership," or initials "L.P." or "LP". The name must be distinguishable from the name of a limited-liability company, limited partnership, limited-liability limited partnership, limited-liability partnership, business trust or corporation already on file in this office. A name may be reserved, if available, for 90 days, by submitting a name reservation form with a \$25.00 filing fee to the office of the Secretary of State. For details you may call (775) 684-5708, visit www.nvsos.gov, or write to the Secretary of State, 206 North Carson Street, Carson City NV. 89701-4201. If it appears from the name and/or purpose of the entity being formed that it is to be regulated by the Financial Institutions Division, Insurance Division, State Board of Professional Engineers and Land Surveyors, State Board of Accountancy or Real Estate Division, the application will need to be approved by the regulating agency before it is filed with the Office of the Secretary of State.
2. **Location of Records Office:** State the street address in Nevada where the location of the records required by NRS 88.335 are maintained.
3. **Registered Agent:** Persons wishing to file a certificate of limited partnership in the State of Nevada must designate a person as a registered agent who resides or is located in this state. Every registered agent must have a street address in the state of Nevada for the service of process, and may have a separate Nevada mailing address such as a post office box, which may be different from the street address
4. **Dissolution Date:** State the latest date upon which the limited partnership is to dissolve.
5. **General Partners:** State the names and business addresses of each initial general partner. If there are more than two general partners use 8 1/2" x 11" white paper to list all remaining general partners and attach it to the certificate.
6. **Organizers:** State the names and business addresses of the organizers. Each organizer must sign the articles.
7. **Registered Agent Acceptance:** The registered agent must complete and sign the certificate of acceptance at bottom of form or attach a separate signed certificate of acceptance.

*****IMPORTANT*****

INITIAL LIST OF GENERAL PARTNERS: Pursuant to NRS 88.395, each limited partnership organized under the laws of this state shall, on or before the last day of the first month after the filing of its certificate of limited partnership, and annually thereafter, file its list of general partners and registered agent. The initial list fee is \$125.00. Forms will be mailed to you upon the filing of your limited partnership and annually thereafter to the entity's registered agent.

COPIES: One file stamped copy of the certificate will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order. NRS 88.335 requires that a limited partnership have at least one copy of the certificate of limited partnership to be kept in the office of the registered agent. The Secretary of State keeps the original filing.

CEREMONIAL CHARTER: Ceremonial (colored) charters are also available for an additional \$100.00.

FILING FEE: \$75.00 Filing fee is required. Filing may be expedited for an additional \$125.00 expedite fee.

Filing may be submitted at the office of the Secretary of State or by mail at the following addresses:

Secretary of State
New Filings Division
206 N. Carson Street
Carson City, NV 89701-4299
775-684-5708 Fax 775-684-7138

(This Office Accepts Expedited Filings Only)
Secretary of State-Satellite Office
Commercial Recordings Division
555 E. Washington Avenue, Suite 4000
Las Vegas, NV 89101
702-486-2880 Fax 702-486-2888



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Registered Agent Acceptance

(PURSUANT TO NRS 77.310)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Certificate of Acceptance of Appointment by Registered Agent:

In the matter of

Name of Business Entity

I,

Name of Registered Agent

am a: (complete only one)

a) ☐ commercial registered agent listed with the Nevada Secretary of State,

b) ☐ noncommercial registered agent with the following address for service of process:

Nevada
Street Address City Zip Code

Nevada
Mailing Address (if different from street address) City Zip Code

and hereby state that on I accepted the appointment as registered agent
Date

for the above named business entity.

Signature:

X

Authorized Signature of R.A. or On Behalf of R.A. Company

Date



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Customer Order Instructions

Service Requested: ☐ Regular ☐ 24-Hour Expedite (additional fee included)

SUBMIT THIS COMPLETED FORM WITH YOUR FILING

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Name of Entity:

Date:

Return to:

Contact Name:

Phone:

Return Delivery (mark one):

☐ FedEx: Account #

☐ Hold for Pick Up

☐ Mail to Address Above

☐ Other (explain below)

Order Description (include items being ordered and fee breakdown)*:

* **PLEASE NOTE:** this office keeps the original paperwork. The first file stamped copy ordered at the time of filing is at no charge. Each additional copy is **\$2.00** per page (plus **\$30.00** for each certification.)

Total Amount:

Method of Payment:

☐ Check/Money Order

☐ eCheck/Credit Card (attach checklist)

☐ Trust Account

☐ Use balance remaining in job #



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2-Hour Expedite Customer Order Instructions

SUBMIT THIS COMPLETED FORM WITH YOUR FILING

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Date:

2-Hour Expedite Service Requested: **\$500.00** Fee Included

Return to:

Address:

Phone:

Contact Person:

Return Delivery (mark one): ☐ FedEx: Account #

☐ Hold for Pick Up ☐ Mail to Address Above ☐ Other

Confirmation Fax Number: Confirmation E-mail Address:

Name of Entity:

Order Description (include items being ordered and fee breakdown)*:

* **PLEASE NOTE:** this office keeps the original paperwork. The first file stamped copy ordered at the time of filing is at no charge. *Each additional copy is \$2.00 per page (plus \$30.00 for each certification.)*

Total Amount:

Method of Payment:

☐ Check/Money Order ☐ eCheck/Credit Card (attach checklist) ☐ Trust Account

☐ Use balance remaining in job #



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1-Hour Expedite Customer Order Instructions

SUBMIT THIS COMPLETED FORM WITH YOUR FILING

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Date:

1-Hour Expedite Service Requested: **\$1000.00** Fee Included

Return to:

Address:

Phone:

Contact Person:

Return Delivery (mark one): ☐ FedEx: Account #

☐ Hold for Pick Up ☐ Mail to Address Above ☐ Other (explain below)

Confirmation Fax Number: Confirmation E-mail Address:

Name of Entity:

Order Description (include items being ordered and fee breakdown)*:

* **PLEASE NOTE:** this office keeps the original paperwork. The first file stamped copy ordered at the time of filing is at no charge. *Each additional copy is \$2.00 per page (plus \$30.00 for each certification.)*

Total Amount:

Method of Payment:

☐ Check/Money Order ☐ eCheck/Credit Card (attach checklist) ☐ Trust Account

☐ Use balance remaining in job #



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24-hour, 2-hour and 1-hour Expedite Service Guidelines

IMPORTANT: To ensure expedited service, please mark "Expedite" in a conspicuous place at the top of the service request. Please indicate method of delivery.

24-HOUR EXPEDITE SERVICE

The Secretary of State offers a 24-hour expedite service on most filings processed by this office. If you choose to utilize this service, please enclose with your filing the additional expedite fee. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Check the 24-hour expedite box on your customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 24-hour expedited service, include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made. This office *does not* fax confirmation of a 24-hour expedite.

The fee for 24-hour handling ranges from \$25.00 to \$125.00. Please consult our fee schedules for the appropriate 24-hour expedite fee. If you require assistance, please contact this office.

Time Constraints: Each filing submitted receives same day filing date and may be picked up within 24-hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in fileable form.

2-HOUR EXPEDITE SERVICE

The Secretary of State offers a 2-hour expedite service on most filings processed by this office. If you choose to utilize the 2-hour expedite service, please enclose with your filing an additional \$500.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 2-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 2-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-HOUR EXPEDITE SERVICE

The Secretary of State offers a 1-hour expedite service on most filings processed by this office. If you choose to utilize the 1-hour expedite service, please enclose with your filing an additional \$1000.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 1-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 1-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-Hour and 2-Hour Time Constraints: Each filing submitted for either 1-hour or 2-hour expedite receives same day filing date and will be acknowledged by fax or e-mail within expedite service time. Failure to indicate method of acknowledgement (fax or e-mail) or to provide a correct fax number or e-mail address may prevent the Secretary of State from acknowledging the filing of such documents. Filings may be picked up within the expedite service period. Filings to be mailed will be mailed out no later than the next business day following receipt. Expedite period begins when filing or service request is received in this office in fileable form.

The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages or equipment malfunction. These extensions are few and will rarely extend more than a few hours.



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ePayment Checklist (For Counter, Fax and Mail Requests)

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Service Type: Counter ☐ Mail ☐ Fax ☐

Order Processing Requested: (Expedite Processing Requires Additional Fees)
Regular Processing ☐ 24-HOUR Expedite ☐ 2-HOUR Expedite ☐ 1-HOUR Expedite ☐

Payment by Electronic Check (account holder name and address required below)

Account Type: ☐ Checking ☐ Savings
Routing Number:
Account Number:



Amount of Electronic Check: USD \$

Payment by Card (card holder name and billing address required below)

Card Type: VISA ☐ MasterCard ☐ Discover ☐ American Express ☐

Customer Credit Card Number:
V CODE*

* 3-digit number found on the far right of the backside of VISA, MasterCard and Discover cards
4-digit number found on the front right side of American Express card.

NOTICE: For security and verification purposes, all credit card payments must include the 3 or 4-digit CVV2 code (VCode) number located on the credit card. Failure to include this code will result in the rejection of your filing or service request.

Credit Card Expiration Date: Month Year

Amount to Charge Card: USD \$

Order Information (required)

Entity Name/Order Reference:

Account/Card Holder Information:

Name as it Appears on the Account
Billing Address
City, State, Zip
Telephone

Payment Authorization

I authorize the Secretary of State to bill an amount not to exceed the following to be charged to the above listed account(s):

X

Authorized Signature

Not to Exceed Amount: USD \$



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Copies and Certification Services Fee Schedule Effective 7-1-08

The following is a list of copies and certification services and the associated fees. Fees are per document unless otherwise noted.

SERVICE REQUESTED:

Copies	\$2.00 per page
Certification of Document.....	\$30.00
Search	\$50.00
Certificates:	
Certificate of Existence (evidence of good standing – short form)	\$50.00
Certificate of Existence (listing amendments – long form)	\$50.00
Ceremonial Certificate of Good Standing.....	\$100.00
Certificate Evidencing Name Change, Certificate of Fact of Merger, Certificate of Default, Certificate of Revocation, Certificate of Dissolution, Certificate of Withdrawal, Certificate of Cancellation, Certificate of Non-Existence	\$50.00
Miscellaneous Certificates	\$50.00
Apostille (Hague Treaty Nations)/Certification (Non-Hague Treaty Nations) Exemplification.....	\$20.00
Corporate Charter	\$50.00
Ceremonial Charter	\$100.00

EXPEDITE SERVICE:

Expedite service is available for copies, certificate and certification services. Fees for expedite service are in addition to the fees as listed above.

24 Hour Expedite Service: Order may be picked up or mailed out within 24-hours.

Copies: (per entity name)	
1 to 10 pages	\$75.00
11 or more pages.....	\$125.00
Certificates (per entity name & and certificate type):	
1 to 10 certificates.....	\$75.00
11 or more certificates	\$125.00
Search: Expedite fee on search only; additional expedite fee required for copies ..	\$25.00

4-Hour Expedite Service: Order may be picked up or mailed within 4-hours.

CERTIFICATES ONLY (per entity name & certificate type):	
1 or more certificates.....	\$125.00

2-Hour Expedite Service: Order may be picked up or mailed within 2-hours.

1 or more certificates (per entity name & and certificate type)	\$500.00
1 or more copies (per entity name)	\$500.00

1-Hour Expedite Service: Order may be picked up or mailed within 1-hour.

1 or more certificates (per entity name & and certificate type)	\$1000.00
1 or more copies (per entity name)	\$1000.00

BASIC INSTRUCTIONS:

1. All orders may be submitted in writing, with fees enclosed, to the above address. Telephone orders with payment by VISA, Mastercard, Discover or American Express may be called into our Customer Service Department at (775) 684-5708. Trust account and credit card customers may fax expedite orders only to (775) 684-5645. Trust account orders must be received on company letterhead.
2. All orders not specified as a pick-up are mailed out via first-class mail, unless a Federal Express number is provided or other major courier pickup arrangement is made.
3. Fax back service is only available on 1-hour and 2-hour expedite orders for certificates or copies of 50 pages or less. This service must be requested at time of order with complete fax information provided.
4. Each order will be returned to one address only.



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Limited Partnership Fee Schedule Effective 7-1-08

LIMITED PARTNERSHIP FEES: Pursuant to NRS Chapters 87A and 88 for Domestic and Foreign Limited Partnerships.

Certificate of Limited Partnership	\$75.00
Registration of Foreign Limited Partnership	\$75.00
Reinstatement Fee	\$300.00
Certificate of Amendment	\$175.00
Restated Articles	\$175.00
Certificate of Correction	\$175.00
Merger	\$350.00
Termination pursuant to NRS 92A	\$350.00
Cancellation of Domestic Limited Partnership	\$75.00
Cancellation of Foreign Limited Partnership	\$75.00
Preclearance of any Document	\$125.00
Articles of Conversion – contact office for fee information	
Articles of Domestication – contact office for fee information	
24-Hour Expedite fee for above filings	\$125.00
Change of Noncommercial Registered Agent	\$60.00
Change of Registered Agent by Represented Entity	\$60.00
Resignation of General Partner	\$75.00
Resignation of Registered Agent (plus \$1.00 for each additional entity listed)	\$100.00
Name Reservation	\$25.00
24-Hour Expedite fee for above filings	\$25.00
Apostille	\$20.00
Ceremonial Charter	\$100.00
Certificate of Good Standing	\$50.00
Ceremonial Certificate of Good Standing	\$100.00
Initial List of General Partners	\$125.00
Annual or Amended List of General Partners	\$125.00
24-Hour Expedite fee for above filings	\$75.00
Certification of Documents – per certification	\$30.00
Copies – per page	\$2.00
Late Fee for List of General Partners	\$75.00

2-Hour Expedite is available on all of the above filings at the fee of \$500.00 per item.

1-Hour Expedite is available on all of the above filings at the fee of \$1000.00 per item.

PLEASE NOTE: the expedite fee is in addition to the standard filing fee charged on each filing and/or order.

24-HOUR EXPEDITE TIME CONSTRAINTS:

Each filing submitted receives same day filing date and may be picked up within 24 hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in fileable form. The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages, or equipment malfunction. These extensions are few and will rarely extend more than a few hours.